

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Uncle Milton Industries, Inc.		08/02/2010	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Cole Taylor Bank
Street Address:	9550 W. Higgins Road, 8th Floor
City:	Rosemont
State/Country:	ILLINOIS
Postal Code:	60018
Entity Type:	CORPORATION: ILLINOIS

PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Registration Number:	3097826	3-D ADVENTURE PROJECTOR
Registration Number:	0863461	ANT FARM
Registration Number:	2327915	
Registration Number:	2209162	ANT FARM VILLAGE
Registration Number:	3616007	
Registration Number:	2214709	ANTVILLE
Registration Number:	2818232	AQUASAURS
Registration Number:	2792162	BACK 2 NATURE
Registration Number:	2448268	BUTTERFLY JUNGLE
Registration Number:	3085328	BUG JUG
Registration Number:	2448271	BUTTERFLY RAIN FOREST
Registration Number:	3059750	CANDY VOLCANO
Registration Number:	3021249	COMET BALL
Registration Number:	3299471	DINO DIG CHALLENGE

CH \$1140.00 3097826

Registration Number:	2960195	DINO XCAVATOR
Registration Number:	3248879	FARM FRESH
Registration Number:	2144076	
Registration Number:	2803279	FISH IN SPACE
Registration Number:	3185104	GEL COLONY
Registration Number:	1706416	GEOSCOPE
Registration Number:	1568280	GIANT
Registration Number:	3089992	HYDRO GREENHOUSE
Registration Number:	2854719	JET HAWKS
Registration Number:	3103630	MINI SCIENCE ADVENTURES
Registration Number:	3304265	MOON IN MY ROOM
Registration Number:	3095369	MRS. MOOREWORK
Registration Number:	2483143	PLANET FROG
Registration Number:	3088962	RC SNAKE
Registration Number:	3172594	RUMBLE BUGS
Registration Number:	2432227	SCOPE IT OUT
Registration Number:	3087535	SGT. RUFFHAUSER
Registration Number:	3095363	SHADOW MAGIC
Registration Number:	3295249	SHARK REEF
Registration Number:	3184830	SONIC WING
Registration Number:	3611967	STAR PLANETARIUM
Registration Number:	2626799	STAR PLANETARIUM
Registration Number:	2710964	STAR THEATER
Registration Number:	2944468	STRATO LAUNCHER
Registration Number:	2131372	SURF FROGS
Registration Number:	3097821	T-REX BATTLE
Registration Number:	2858040	UNCLE MILTON
Registration Number:	2589214	UNDERSEA EXPLORER
Registration Number:	2830262	WHIRLWIND
Registration Number:	3119830	X4 ROVER
Serial Number:	77963758	UNCLE MILTON

CORRESPONDENCE DATA

Fax Number: (314)259-2020

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

TRADEMARK
REEL: 004499 FRAME: 0615

Phone: 3142592000
Email: lori.bowen@bryancave.com
Correspondent Name: Daniel A. Crowe
Address Line 1: 211 North Broadway, Ste 3600
Address Line 4: St. Louis, MISSOURI 63102

ATTORNEY DOCKET NUMBER:	0312087
NAME OF SUBMITTER:	Daniel A. Crowe
Signature:	/Daniel A. Crowe/
Date:	03/17/2011

Total Attachments: 8

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GRANT OF SECURITY INTEREST IN TRADEMARKS AND PATENTS

WHEREAS, UNCLE MILTON INDUSTRIES, INC., a California corporation ("**Grantor**") owns the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith, and the patents and patent applications, in each case set forth on Schedule A and Schedule B attached hereto; and

WHEREAS, COLE TAYLOR BANK, an Illinois banking corporation (the "**Grantee**"), desires to acquire a security interest in, and lien on, all of Grantor's right, title and interest in and to Grantor's trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith and patents and patent applications; and

WHEREAS, the Grantor is willing to grant to the Grantee a security interest in and lien upon the trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith and patents and patent applications described above.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and subject to the terms and conditions of the Credit and Security Agreement, dated as of August 2, 2010, between the Grantor and the Grantee (as amended from time to time, the "**Credit Agreement**"), the Grantor hereby grants to the Grantee a security interest in, and a lien upon, all of Grantor's right, title and interest in and to (i) the United States trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith (the "**Marks**") set forth on Schedule A attached hereto, (ii) the United States patents and patent applications (the "**Patents**") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Credit Agreement) of the Marks, (iv) all of the goodwill of the businesses with which the Marks are associated, and (v) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Marks and/or Patents or unfair competition regarding the same.

This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Credit Agreement) of the Grantor and shall be effective as of the date of the Credit Agreement.

This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Credit Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Credit Agreement, the provisions of the Credit Agreement shall govern.

[signature page to follow]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date of the Credit Agreement.

GRANTOR:

UNCLE MILTON INDUSTRIES, INC.,
a California corporation

By: Ken Firtel

Name: Ken Firtel

Title: Vice President

GRANTEE:

COLE TAYLOR BANK,
an Illinois banking corporation

By: _____

Name: Ellen T. Cook

Title: Senior Vice President

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date of the Credit Agreement.

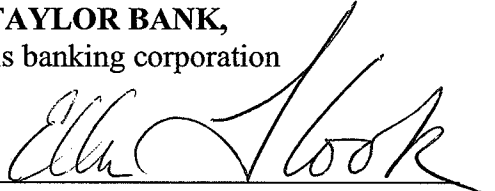
GRANTOR:

UNCLE MILTON INDUSTRIES, INC.,
a California corporation

By: _____
Name: Ken Firtel
Title: Vice President

GRANTEE:

COLE TAYLOR BANK,
an Illinois banking corporation

By: 
Name: Ellen T. Cook
Title: Senior Vice President

California

All-Purpose Acknowledgement

State of California

County of LOS ANGELES } ss.

On 7/29/10, before me, FRANK KAVELIN
Name and Title of Notary Public

personally appeared KENNETH BART FINTEL

who proved to me on the basis of satisfactory evidence to be the person ~~(s)~~ whose name ~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity ~~(ies)~~, and that by his/~~her/their~~ signature ~~(s)~~ on the instrument the person ~~(s)~~, or the entity upon behalf of which the person ~~(s)~~ acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal

[Handwritten Signature]
Signature of Notary Public



(seal)

(Optional) My commission expires on.: _____

(Optional) Phone No.: _____

STATE OF _____)
)
COUNTY OF _____)

On this ____ day of _____, 2010, before me personally came Ken Firtel, to me known, who, being by me duly sworn did depose and say that he is the Vice President of Uncle Milton Industries, Inc., the company described in and which executed the foregoing instrument, and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Notary Public

My Commission Expires: _____

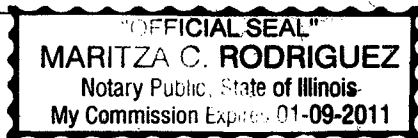
STATE OF Illinois)
)
COUNTY OF Cook)

On this 29 day of July, 2010, before me personally came Ellen T. Cook, to me known, who, being by me duly sworn did depose and say that she is a Senior Vice President of Cole Taylor Bank, an Illinois banking corporation, the company described in and which executed the foregoing instrument and that she signed her name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Maritza C. Rodriguez
Notary Public

My Commission Expires: _____



Schedule A - Trademarks

Trademark	Registration #	Issue Date
3-D ADVENTURE PROJECTOR	3097826	5/30/06
ANT FARM	863461 (US)	1/14/69, 1/14/89
ANT FARM (EU)	2327915	3/14/00
ANT FARM FRAME (DESIGN)		
ANT FARM VILLAGE	2209162	12/8/98, 12/8/08
ANT WITH STRAW HAT DESIGN	3616007	5/5/09
ANTVILLE	2214709	12/29/98
AQUASAURS	2818232	2/24/04
BACK 2 NATURE	2792162	12/9/03
BEACH HEADS	2803277	1/6/04
BUG JUG	3085328	4/25/06
BUTTERFLY JUNGLE	2448268	5/1/01
BUTTERFLY RAIN FOREST	2448271	5/1/01
CANDY VOLCANO	3059750	2/14/06
COMET BALL	3021249	11/29/05
DINO DIG CHALLENGE	3299471	9/25/07
DINO XCAVATOR	2960195	6/7/05
FARM FRESH	3248879	6/5/07
FARM SCENE DESIGN	2144076	3/17/98
FISH IN SPACE	2803279	1/6/04
GEL COLONY (Supplemental register)	3185104	12/12/06
GEOSCOPE	1706416	8/11/92
GIANT (Supplemental register)	1568280	11/28/89, 11/28/99
HYDRO GREENHOUSE	3089992	5/9/06
JET HAWKS	2854719	6/15/04
MINI SCIENCE ADVENTURES	3103630	6/13/06
MOON IN MY ROOM	3304265	10/2/07
MRS. MOOREWORK	3095369	5/23/06
PLANET FROG	2483143	8/28/01
RC SNAKE (Supplemental register)	3088962	5/2/06
RUMBLE BUGS	3172594	11/14/06
SCOPE IT OUT	2314768	2/1/00
SCOPE IT OUT	2432227	2/27/01, 10/21/06
SGT. RUFFHAUSER	3087535	5/2/06
SHADOW MAGIC	3095363	5/23/06
SHARK REEF	3295249	9/18/07
SONIC WING	3184830	12/12/06
STAR PLANETARIUM	3611967	4/28/09
STAR PLANETARIUM	2626799	9/24/02
STAR THEATER	2710964	4/29/03
STRATO LAUNCHER	2944468	4/26/05
SURF FROGS	2131372	1/20/98

Trademark	Registration #	Issue Date
T-REX BATTLE	3097821	5/30/06
UNCLE MILTON	2858040	6/29/04
UNCLE MILTON LOGO	77963758	Filed 3/19/10
UNDERSEA EXPLORER	2589214	7/2/02
WHIRLWIND	2830262	4/6/04
X4 ROVER	3119830	7/25/06

Schedule B – Patents

Patent Title	Patent #/ (Application #)	Issue Date/ (File Date)
Apparatus and related methods for the controlled illumination of a convex surface	20080261190	10/23/08
Pneumatically launched folding wing glider toy	7216642	5/15/07
Pneumatically launched folding wing glider toy	7077359	7/18/06
Toy figure with interchangeable brain having associated voice responses	7338340	3/4/08
Apparatus and Related Methods For The Controlled Illumination of a Convex Surface – (Moon In My Room)	0102979.0513327	5/20/09